

Holme Roberts & Owen LLP

November 20, 2001

W.R. Grace

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Invoice No.:	579873
Client No.:	04339
Matter No.:	00300

Itemized Disbursements

Date	Qty	Description	Amount
10/01/01	29	Facsimile	29.00
10/01/01	26	Facsimile	26.00
10/01/01	26	Facsimile	26.00
10/01/01	9	Photocopies	1.80
10/01/01	18	Photocopies	3.60
10/01/01	161	Photocopies	32.20
10/01/01	25	Photocopies	5.00
10/02/01	3	Facsimile	3.00
10/02/01		Lexis	154.78
10/02/01	75	Photocopies	15.00
10/02/01	902	Photocopies	180.40
10/02/01	1,361	Photocopies	272.20
10/03/01	7	Facsimile	7.00
10/03/01	2	Facsimile	2.00
10/04/01		Long Distance Telephone: 5613621532	0.16
10/04/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-66180; DATE: 10/4/01 - Courier, Acct. 0802-0410-8 09-25; Jay W Hughes, Jr Boca Raton, Fl	26.57
10/04/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-66180; DATE: 10/4/01 - Courier, Acct. 0802-0410-8 09-25; William Corcoran Columbia, Md	19.62
10/04/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-66180; DATE: 10/4/01 - Courier, Acct. 0802-0410-8 09-25; Jay W Hughes Boca Raton, Fl	18.09
10/04/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-66180; DATE: 10/4/01 - Courier, Acct. 0802-0410-8 09-25; Jay W Hughes Boca Raton, Fl	46.52
10/04/01	10	Photocopies	2.00

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Date	Qty	Description	Amount
10/05/01	11	Photocopies	2.20
10/08/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-91152; DATE: 10/8/01 - Courier, Acct. 0802-0410-8 09-28; Dr. Bernard Kueper Kingston, On	76.57
10/08/01	6	Photocopies	1.20
10/08/01	4	Photocopies	0.80
10/08/01		Travel Expense: VENDOR: Kenneth W. Lund; INVOICE#: ER100401; DATE: 10/8/2001 - TE: 09/04/01 Libby, Client meet with client	102.95
10/09/01		Long Distance Telephone: 6788026010	0.07
10/09/01		Travel Expense: VENDOR: Majest International; INVOICE#: 14882; DATE: 10/9/2001 - Airfare: 9/04-09/09. Denver Boston/Boston Denver. CLatuda	639.00
10/10/01		Long Distance Telephone: 2129091948	0.06
10/10/01		Long Distance Telephone: 2125562375	1.39
10/10/01		Long Distance Telephone: 2125277605	0.06
10/10/01		Long Distance Telephone: 2128087685	0.44
10/10/01		Long Distance Telephone: 2129091948	0.01
10/10/01		Long Distance Telephone: 2122529700	0.32
10/11/01		Long Distance Telephone: 2158518520	0.02
10/11/01		Long Distance Telephone: 2158511420	0.01
10/11/01		Long Distance Telephone: 2158518250	0.17
10/11/01		Long Distance Telephone: 2129091948	0.08
10/11/01		Long Distance Telephone: 6788026010	0.07
10/11/01		Long Distance Telephone: 2158518250	0.98
10/11/01	202	Photocopies	40.40
10/12/01		Lexis	221.07

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Date	Qty	Description	Amount
10/12/01		Outside Courier	6.08
10/12/01	22	Photocopies	4.40
10/15/01	2	Facsimile	2.00
10/15/01		Outside Courier: VENDOR: Quicksilver Express Courier; INVOICE#: 7106828; DATE: 10/15/01 - Courier, Acct. HO7068 10-03; Price Waterhouse Coopers LLP	7.72
10/15/01		Outside Courier: VENDOR: Quicksilver Express Courier; INVOICE#: 7106828; DATE: 10/15/01 - Courier, Acct. HO7068 10-12; U S Environmental Protection Agency	7.72
10/15/01	28	Photocopies	5.60
10/15/01	475	Photocopies	95.00
10/15/01	2	Photocopies	0.40
10/16/01		Long Distance Telephone: 6788026010	1.32
10/18/01		Long Distance Telephone: 7703902711	0.28
10/18/01		Other Meal Expenses: VENDOR: Katheryn J. Coggon; INVOICE#: 101501; DATE: 10/18/2001 - TE: 10/03-05/01 Boston, NYC, Client	235.29
10/18/01		Other Meal Expenses: VENDOR: Carla Latuda; INVOICE#: 100801; DATE: 10/18/2001 - TE: 09/30-10/5 Boston, Client To conduct status review at Winthrop Square & Cambridge and to attend presentations by scanning vendors	234.33
10/18/01		Travel Expense: VENDOR: Katheryn J. Coggon; INVOICE#: 101501; DATE: 10/18/2001 - TE: 10/03-05/01 Boston, NYC, Client Meeting with Andy Trevelise, Matt Murphy and scan vendors	433.38
10/18/01		Travel Expense: VENDOR: Carla Latuda; INVOICE#: 100801; DATE: 10/18/2001 - TE: 09/30-10/5 Boston, Client To conduct status review at Winthrop Square & Cambridge and to attend presentations by scanning vendors	1,041.07
10/19/01		Long Distance Telephone: 4062937781	0.03
10/19/01		Long Distance Telephone: 4046390648	0.02

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Date	Qty	Description	Amount
10/19/01		Long Distance Telephone: 4046393311	1.98
10/19/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-97020; DATE: 10/19/01 - Courier, Acct. 0802-0410-8 10-01; William Corcoran Columbia, Md	12.52
10/19/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-97020; DATE: 10/19/01 - Courier, Acct. 0802-0410-8 10-01; Robert Emmett Columbia, Md	12.52
10/19/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-97020; DATE: 10/19/01 - Courier, Acct. 0802-0410-8 10-04; William Corcoran Columbia, Md	13.92
10/19/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-97020; DATE: 10/19/01 - Courier, Acct. 0802-0410-8 10-04; Robert Emmett Columbia, Md	13.92
10/19/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-97020; DATE: 10/19/01 - Courier, Acct. 0802-0410-8 10-04; Richard Finke Boca Raton, Fl	13.92
10/19/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-97020; DATE: 10/19/01 - Courier, Acct. 0802-0410-8 10-04; Dori Ann Kuchinsky Leesburg, Va	13.92
10/19/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-978-97020; DATE: 10/19/01 - Courier, Acct. 0802-0410-8 09-28; William Huber Merion Station, Pa	17.22
10/22/01	3	Facsimile	3.00
10/22/01		Long Distance Telephone: 5016142834	0.09
10/23/01	33	Photocopies	6.60
10/24/01	35	Photocopies	7.00
10/24/01	96	Photocopies	19.20
10/24/01	5	Photocopies	1.00
10/24/01	400	Photocopies	80.00

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Date	Qty	Description	Amount
10/24/01	90	Photocopies	18.00
10/25/01	43	Facsimile	43.00
10/25/01	5	Facsimile	5.00
10/25/01		Lexis	43.21
10/25/01		Outside Courier: VENDOR: Federal Express Corporation; INVOICE#: 5-979-65483; DATE: 10/25/01 - Courier, Acct. 0802-0410-8 10-20; Phillip T Goad, Ph.D. Little Rock, Ar	21.00
10/25/01	1	Photocopies	0.20
10/25/01		Travel Expense: VENDOR: Johncie Wingard; INVOICE#: 101801; DATE: 10/25/2001 - 10/17/01 Boston Airfare for 11/4 trip for Document review in Boston	220.00
10/26/01	2	Facsimile	2.00
10/26/01		Lexis	14.06
10/26/01		Long Distance Telephone: 2158518232	1.37
10/26/01		Long Distance Telephone: 3035768123	0.59
10/26/01		Long Distance Telephone: 3035768123	0.57
10/26/01		Long Distance Telephone: 3035768123	0.22
10/26/01		Outside Reproduction: VENDOR: U.S. Environmental Protection Agency; INVOICE#: 08SRC29601; DATE: 10/26/2001 - Copy of 9 video tapes Grace Admin Record.	42.50
10/27/01		Lexis	14.07
10/27/01	1	Photocopies	0.20
10/27/01	1	Photocopies	0.20
10/28/01		Lexis	14.07
10/29/01		Lexis	14.07
10/29/01		Long Distance Telephone: 2122529700	0.74
10/29/01	1	Photocopies	0.20

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Itemized Disbursements

Date	Qty	Description	Amount
10/29/01	1	Photocopies	0.20
10/30/01	5	Facsimile	5.00
10/30/01		Lexis	14.07
10/30/01		Long Distance Telephone: 2158518232	0.52
10/31/01	5	Facsimile	5.00
10/31/01		Legal Assistant Overtime: LA overtime 10/31/2001 CL	467.50
Total Disbursements:			\$ 8,183.71

Disbursement Summary

Photocopies	\$ 795.00
Facsimile	187.00
Long Distance Telephone	12.60
Outside Courier	327.83
Travel Expense	3,224.90
Lexis	587.10
Westlaw	1,884.67
Other Meal Expenses	469.62
Outside Reproduction	42.50
Other Expenses	184.99
Legal Assistant Overtime	467.50
Total Disbursements: \$ 8,183.71	

Matter 00301 - Defense of Libby Access Case

Name	Position	Hourly Rate	October	Total Comp
Lund, Kenneth W.	Partner	300	14.9	\$ 4,470.00
McCarthy, Jay D.	Partner	250	0.6	\$ 150.00
Total			15.5	\$ 4,620.00

Expenses

Matter 00301 - Defense of Libby Access Case

Description	TOTAL
Photocopies	\$ -
Facsimiles	\$ -
Long Distance Telephone	\$ 19.70
Outside Courier	\$ -
Travel Expense	\$ -
Lexis	\$ -
Westlaw	\$ -
Meal Expenses	\$ -
Overtime	\$ -
Other Expenses	\$ -
Total	\$ 19.70

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Regarding: Libby - Access Case**Itemized Services**

Date	Tkpr	Description	Hours	Value
10/01/01	KWL	Telephone conference with Bill Corcoran and Bob Emmett re revisions to Consent Decree (.50); telephone conference with DOJ, EPA re same (1.0); review revisions from Jan Baer (.50).	2.00	\$ 600.00
10/02/01	KWL	Telephone conference with Bill Corcoran re revisions to Consent Decree (.30); telephone conference with Jan Baer, Bill Corcoran and Bob Emmett re preparation for EPA conference call (.30); review JBaer comments to Consent Decree (1.0); telephone conference with EPA, DOJ re bankruptcy procedures (1.40); telephone conference with Bill Corcoran, Bob Emmett and Jan Baer re debriefing from EPA call (.70).	3.70	1,110.00
10/03/01	KWL	Telephone conference with Bill Corcoran re EPA press release and Grace response (.30); telephone conference with Bill Corcoran and Matt Cohn re same (.30).	0.60	180.00
10/05/01	KWL	Telephone conference with Jim Freeman re Consent Decree changes (.50).	0.50	150.00
10/10/01	KWL	Work on consent decree issues with Jan Baer at Kirkland & Ellis (.70); telephone conferences with Jim Freeman re Consent Decree changes (1.0).	1.70	510.00
10/11/01	KWL	Telephone conference with Bob Emmett in preparation for status conference (.50); telephone conference with Judge Mallory re Consent Decree report (.30).	0.80	240.00
10/17/01	KWL	Review Consent Decree provided by Jim Freeman (.80); telephone conference with Jan Baer re motion to approve consent decree (.40); review draft motion (.90); telephone conference with Matt Cohn re EPA approach to CAG and Community Health Group (.50).	2.60	780.00

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Itemized Services

Date	Tkpr	Description	Hours	Value
10/22/01	KWL	Telephone conference with Bill Corcoran re final changes to Consent Decree (.30); review Freeman e-mail re same (.40).	0.70	210.00
10/24/01	KWL	Review revised Consent Decree received from Jim Freeman (.40); review draft press release (.20); telephone conference with Bill Corcoran re same (.30); telephone conference with Jim Freeman re CAG meeting (.30).	1.20	360.00
10/29/01	KWL	Review Jan Baer e-mail re creditor's committee issues (.10); review access case pleadings for transmittal to Jan Baer (.80).	0.90	270.00
10/29/01	JDM	Review Notice of Lodging of Consent Decree and attachments.	0.30	75.00
10/30/01	KWL	Review Jan Baer e-mail with JDMcCarthy (.20).	0.20	60.00
10/31/01	JDM	Meet with KWLund re creditors' committee questions re lawsuit and settlement.	0.30	75.00

Total Fees Through October 31, 2001: **15.50** \$ **4,620.00****Timekeeper Rate Summary**

Initials	Name	Rank	Rate	Hours	Value
KWL	Kenneth W. Lund	Partner	\$ 300.00	14.90	\$ 4,470.00
JDM	Jay D. McCarthy	Partner	250.00	0.60	150.00
Total Fees:			15.50	\$ 4,620.00	

Itemized Disbursements

Date	Qty	Description	Amount
09/13/01		Long Distance Telephone: 4105314751	\$ 1.18

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Date	Qty	Description	Amount
09/13/01		Long Distance Telephone: 4105314203	2.12
09/18/01		Long Distance Telephone: 4105314751	1.38
09/19/01		Long Distance Telephone: 4105314236	1.00
09/20/01		Long Distance Telephone: 4105314203	1.10
09/25/01		Long Distance Telephone: 4105314203	6.68
09/26/01		Long Distance Telephone: 4105314751	1.39
10/01/01		Long Distance Telephone: 4105314751	1.54
10/01/01		Long Distance Telephone: 4105314203	3.31

Total Disbursements:	\$ 19.70
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Disbursement Summary

Long Distance Telephone	\$ 19.70
Total Disbursements:	\$ 19.70

Accounts Receivable Detail

Invoice	Date	Description	Amount
577905	10/31/01	Bill	31,638.92
<i>Outstanding Balance on Invoice 577905:</i>			\$ 31,638.92
Total Outstanding Invoices:			\$ 31,638.92

Trust Applied to Matter	\$ 0.00
Current Fees and Disbursements	\$ 4,639.70
Total Balance Due This Matter	\$ 36,278.62

Matter 00302 - Defense of Cost Recovery Action

Name	Position	Hourly Rate	October	Total Comp
McCarthy, Jay D.	Partner	250	16.1	\$ 4,025.00
Lund, Kenneth W.	Partner	300	67.4	\$ 20,220.00
Coggon, Katheryn J.	Senior Associate	240	2.5	\$ 600.00
Barry, Geoffrey	Associate	210	24.2	\$ 5,082.00
Korver, Thomas W.	Senior Paralegal	110	8.4	\$ 924.00
Aberle, Natalie	Paralegal	100	15.5	\$ 1,550.00
Imelda Mulholland	Info. Specialist	90	7.2	\$ 648.00
	Total		125.2	\$ 33,049.00

Expenses

Matter 00302 - Defense of Cost Recovery Action

Description	TOTAL
Photocopies	\$ 273.80
Facsimiles	\$ 16.00
Long Distance Telephone	\$ 26.24
Outside Courier	\$ 121.23
Travel Expense	\$ 1,297.00
Lexis	\$ 875.75
Velo Binding	\$ 1.00
Secretarial Support	\$ 61.25
Total	\$ 2,672.27

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Regarding: Libby - Cost Recovery Case**Itemized Services**

Date	Tkpr	Description	Hours	Value
10/01/01	KWL	Review and revise strategy memo (3.0); begin draft interrogatories (2.0).	5.00	\$ 1,500.00
10/01/01	JDM	Conference with KWLund re administrative record and meeting with EPA; conference with KJCoggon re supplemental brief; review draft case strategy letter; draft comments to strategy letter.	2.50	625.00
10/01/01	KJC	Draft supplemental brief in opposition to EPA motion to limit review and discovery to administrative record including conferences with JDMcCarthy (2.0).	2.00	480.00
10/02/01	KWL	Telephone conference with Bill Corcoran re Administrative Record review (.30); meet with CLNeitzel re procedure for record review (.50); review and revise draft strategy memorandum to Bob Emmett (3.0).	3.80	1,140.00
10/02/01	JDM	Revise supplemental brief (.50); review and revise second draft of case strategy letter (.50); telephone conference with EESTevenson re strategy letter (.30).	1.30	325.00
10/02/01	KJC	Revise and send supplemental brief in response to EPA motion to limit review and discovery to administrative record including conference with JDMcCarthy (0.5).	0.50	120.00
10/03/01	KWL	Complete strategy memorandum (2.50); begin review of Supplemental Administrative Record (3.40); telephone conference with Dale Jensen re expert witness strategy (.30).	6.20	1,860.00
10/03/01	GMB	Conference with KWLund (.60); Lexis research on CERCLA and asbestos (.70); review cases from Lexis (1.20); draft notes relating to which buildings are facilities (.10); review cases from Lexis (.70).	3.70	777.00

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Date	Tkpr	Description	Hours	Value
10/04/01	KWL	Review Peronard deposition transcript (1.0); telephone conference with Bob Emmett re strategy and memo (.50); telephone conference with Jim Freeman, Matt Cohn and Bob Emmett re case management issues (.50).	2.00	600.00
10/04/01	GMB	Research whether EPA can recover costs (.50); Lexis research on investigation costs (.30); research EPA records (.30); Lexis research based on EPA records (.30); revise cases from Lexis (.30); Additional Lexis research re investigation of costs (.50); research CERLA and residential reports (.50); revise Lexis cases on closts if no remediation /removal (.70); framing response to KWLund's questions (.60); reviewing Lexis research (.60).	4.60	966.00
10/05/01	KWL	Meet wth Geoff Barry re consumer product research (.50); review Grace affirmative defenses re stipulations for dismissal (1.20).	1.70	510.00
10/05/01	GMB	Lexis search, review case and cite search (.70); conference with KWLund (.20).	0.90	189.00
10/08/01	KWL	Work on litigation strategy memo (2.50); review and revise interrogatories and request for production (1.50).	4.00	1,200.00
10/08/01	JDM	Review order and stipulations (.50); conference with KWLund re stipulations and case management order (.30).	0.80	200.00
10/08/01	GMB	Conference with KWLund (.20); review Access documents (.20); continue review of Access documents (.50); access Del Bankruptcy Court docket (.10); prepare memo re insulation (.50); review pleadings (1.40).	2.90	609.00
10/09/01	KWL	Telephone conference with Bob Emmett re revisions to cost recovery case (.70); telephone conference with Bill Corcoran re strategy memo issues (.20); work on revised strategy memo (6.50).	7.40	2,220.00

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Date	Tkpr	Description	Hours	Value
10/09/01	GMB	Continue review of Access pleadings (1.00); research WR Grace bankruptcy filings for corporate structure/successors (2.70); draft and edit memo for KWLund (3.30); Lexis research (.40); review documents from KJCoggan, reference material re corporate successors (1.00).	8.40	1,764.00
10/10/01	KWL	Work on revised strategy memo (3.70); telephone conference with Bob Emmett re same (.30); telephone conference with Jim Freeman re reply brief extension (.30)	4.30	1,290.00
10/10/01	JDM	Review Sept. 6 Order (0.4); research factual assertions in Order (1.4); telephone conference with G. Graham re comments to Sept. 6 Order and DOJ proposed revisions (0.8); review agreement and plan of reorganization between Grace and Zonolite (1963) (0.5); meet with KWLund re authorization/foundation issue (0.4); telephone conference with G. Graham re authority/foundation stipulation (0.5); draft proposed revisions to pretrial order (1.0); draft letter to J. Freeman re proposed changes to pretrial order (0.5); telephone conference with J. Freeman re proposed changes to pretrial order (0.5); draft proposed revisions to paragraph 4 of order (0.2).	6.20	1,550.00
10/10/01	GMB	Research corporate ownership issues (.90).	0.90	189.00
10/11/01	KWL	Complete strategy memo (3.0); complete draft interrogatories and request for production (2.0); telephone conference with Bob Emmett re final comments to strategy memo (.30).	5.30	1,590.00
10/11/01	JDM	Conference with KWLund re negotiations with DOJ re Sept. 6 order modifications.	0.20	50.00
10/11/01	GMB	Continue Lexis research re corporate ownership (.10); continue review of documents re corporate ownership (.80).	0.90	189.00

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Date	Tkpr	Description	Hours	Value
10/12/01	KWL	Telephone conference with Dori Kuchinsky re ATSDR data and information (.40); review ATSDR report and backup information (2.0); telephone conference with Bert Price re additional information requested (.50).	2.90	870.00
10/12/01	GMB	Draft memo for KWLund re corporate successor to Zonolite (1.40); revise memo re same (.50).	1.90	399.00
10/14/01	KWL	Travel to Baltimore while preparing for Libby strategy meeting (3.0).	3.00	900.00
10/15/01	KWL	Prepare for and attend Libby strategy meeting with Bill Corcoran and Bob Emmett (7.0); return travel to Denver while reviewing EPA Workplan and administrative record documents (3.0)	10.00	3,000.00
10/16/01	KWL	Telephone conference with Bob Emmett and Bill Corcoran re strategy followup (.30); telephone conference with Jim Freeman re Motion's to Strike (.40); confer with JD McCarthy re Grace strategy issues (.30).	1.00	300.00
10/18/01	KWL	Review supplemental administrative records documents (3.30); telephone conferences with Bill Corcoran re same (.70).	4.00	1,200.00
10/18/01	TWK	Revise interrogatories and requests for production to EPA (2.30); meet with KWLund re same (.10); research deadlines and deliverables (.30); research federal and local discovery rules (.30).	3.00	330.00
10/18/01	ICM	Review and edit interrogatories as per EESTevenson's request.	1.30	117.00
10/19/01	NKA	Search for and locate documents in administrative record per CLNeitzel's request.	5.50	550.00

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Date	Tkpr	Description	Hours	Value
10/19/01	TWK	Revise interrogatories and requests for production to EPA (2.50); meet with E. Stevenson re same (.50); research recent EPA cost actions (.30).	3.30	363.00
10/19/01	ICM	Search for and locate documents in administrative record as per CLNeitzel's request (2.0); set up several attorneys and paralegals for multiple access to data (1.0); search for target sheets to obtain information not supplied by EPA (2.40).	5.40	486.00
10/20/01	ICM	Follow up with CLNeitzel and word processing on status of supplemental administrative record documents.	0.50	45.00
10/22/01	KWL	Review legal issues and Grace defenses (1.60); revise Interrogatories and Request for Production (1.30).	2.90	870.00
10/22/01	NKA	Search for and locate documents in administrative record per CLNeitzel's request.	7.00	700.00
10/23/01	JDM	Conference with CLNeitzel re administrative record.	0.30	75.00
10/23/01	NKA	Search for and locate documents in administrative record per CLNeitzel's request.	3.00	300.00
10/25/01	KWL	Review and revise Request for Production to EPA (1.0).	1.00	300.00
10/29/01	KWL	Final revisions to Interrogatories and Request for Production (1.0); telephone conference with Gary Graham re same (.20); telephone conference with Jim Freeman re same (.20).	1.40	420.00
10/29/01	JDM	Telephone conference with Jim Freeman re amendment of Scheduling Order (.40); telephone conference with Jim Freeman re stipulations (.40).	0.80	200.00
10/29/01	TWK	Revise discovery requests to EPA (1.50); prepare final version of same (.60).	2.10	231.00
10/30/01	KWL	Review Peronard deposition transcript (1.50).	1.50	450.00